

DRAFT
PART 1 APPLICATION FORM
PART 1 APPLICATION DATE: NOVEMBER 13, 2007

This Part 1 Application Form is the application form to become a Qualified Bidder in the 2008 Illinois Auction (“the Illinois Auction”) conducted on behalf of the Commonwealth Edison Company (“ComEd”) and the Ameren Illinois Utilities. The Ameren Illinois Utilities are Central Illinois Light Company d/b/a AmerenCILCO (“AmerenCILCO”), Central Illinois Public Service Company d/b/a AmerenCIPS (“AmerenCIPS”), and Illinois Power Company d/b/a AmerenIP (“AmerenIP”). The Illinois Auction consists of ComEd’s Competitive Procurement Process (“CPP”) products (the CPP-A product and the CPP-B products), and the Ameren Illinois Utilities’ Basic Generation Service (“BGS”) products (the BGS-LFP product and the BGS-FP products).

Before completing this form, please review the Illinois Auction Rules and the Supplier Forward Contracts so that you understand the conditions under which the Illinois Auction will be conducted.

By completing and signing this Part 1 Application Form, you agree to the Illinois Auction Rules and agree to accept the provisions contained in the Supplier Forward Contracts for the services that you are applying to provide. The final versions of the Illinois Auction Rules and the Supplier Forward Contracts become available on the Illinois Auction Web site (www.illinois-auction.com) on October 2, 2007. These rules and the Supplier Forward Contracts were first proposed in Docket Nos. 05-0159, 05-0160, 05-0161, and 05-0162. These rules and contracts are consistent with the ICC Order in Docket 06-0800 dated XXX, 2007.

Any information provided in response to this Part 1 Application will be provided on a confidential basis to the Auction Manager Team and representatives of the ICC. Any information that you provide in response to this Part 1 Application, except for information regarding bidding agreements provided in part C, will be provided on a confidential basis to representatives of ComEd and of the Ameren Illinois Utilities. If you become a Qualified Bidder, your name will be provided to other Qualified Bidders on a confidential basis and you will be provided with a list of names of other Qualified Bidders. As part of this Part 1 Application, you are required to certify that you will keep this list of Qualified Bidders confidential.

INSTRUCTIONS FOR APPLICATION

Overview

There are two (2) parts to the application process. Applicants submit this Part 1 Application Form and all documents required therein, as well as pay a Bid Participation Fee, to become Qualified Bidders for the Illinois Auction. Those Applicants that successfully become Qualified Bidders may then submit the Part 2 Application Form, in which they will make certifications regarding Associations and handling of Confidential Information, submit Indicative Offers, and post Pre-Auction Security to become Registered Bidders in the Illinois Auction.

General Instructions

Unless indicated otherwise, **you are required to fill in all fields of this Part 1 Application.**

Application Submission

To become a Qualified Bidder for the Illinois Auction, Applicants must:

- Submit **three (3) original** completed Part 1 Application Forms (with original signatures);
- Submit **one (1) copy** of financial statements, and other requested documents supporting the Part 1 Application as specified in Appendix A;
- Pay the Bid Participation Fee of \$7,500.
 - Applicants may submit a certified check payable to National Economic Research Associates, Inc. with their applications; or
 - Applicants may submit payment by wire transfer **to be received by the Part 1 Application Date.** The instructions for wire transfer are:
Account Name: National Economic Research Associates, Inc.
Bank: JPMorgan Chase New York, NY
Account Number: 323-215718
Fed Routing Code: 021000021
Swift Code: CHASUS33
Chips Code: 0002

A copy of the W-9 form for National Economic Research Associates, Inc. and the tax identification number are available from the Auction Manager upon request.

The completed Part 1 Application MUST be received by the Auction Manager no later than 12:00 p.m. (noon) CPT¹ on November 13, 2007

at

Illinois Auction Manager Team
70 West Madison Street
Three First National Plaza
Suite 680
Chicago, IL 60602

Inquiries may be directed to the Auction Manager by:

- telephone (312) 920-0305
- fax (312) 920-9315
- through the “Ask a Question” page on the Web site at www.illinois-auction.com

Photocopies and facsimiles of completed Part 1 Application Forms will not be accepted under any circumstances.

It is in your interest to seek independent legal and financial advice before deciding to participate in the Illinois Auction.

Application Review

Receipt Confirmation

If your Part 1 Application is received by post, a confirmation consisting of a photocopy of the first page of your application stamped with the time and the date that it was received will be faxed to your Authorized Representative. If your Part 1 Application is hand-delivered, a confirmation consisting of a photocopy of the first page of your application stamped with the time and the date that it was received will be provided to the deliverer.

Timing of Application Review

The Part 1 Application Window opens at 8:00 a.m. on November 5, 2007 and closes at 12:00 p.m. (noon) on November 13, 2007. The Auction Manager performs an initial review of all Part 1 Applications during the Part 1 Application Window. Applications received prior to the Part 1 Application Window are processed on November 5, 2007. Applications received during the Part 1 Application Window are processed on the day they are received. Applications received after the Part 1 Application Window are late applications and are not processed.

Notices of Application Review

If, upon initial review, your Part 1 Application is incomplete or requires clarification, the Auction Manager will send a deficiency notice to your Authorized Representative by fax. You will have until noon on the Part 1 Application Date, or until 6:00 p.m. on the business day

¹ Unless noted otherwise, all times in this Part 1 Application refer to Central Prevailing Time (“CPT”).

following the business day during which a deficiency notice is faxed to you, whichever comes later, to respond. If you do not correct or adequately explain the deficiency within the time allowed, your Part 1 Application will be rejected and you will be unable to participate in the Illinois Auction. One copy of your Part 1 Application and all supporting documents pertaining thereto will be returned to you.

If your Part 1 Application is complete, the Auction Manager will send a complete notice to your Authorized Representative by fax with a photocopy of the first page of your application stamped "complete".

Late Applications

No late Part 1 Applications will be accepted under any circumstances.

Notification of Qualification

If you become a Qualified Bidder, the Auction Manager will send to your Authorized Representative a Notification of Qualification. The Notification of Qualification will be sent by fax no later than three (3) business days after the Part 1 Application Date. The Notification of Qualification will also be sent to your Authorized Representative by courier. The Notification of Qualification will include instructions that detail the Pre-Auction Security that you will be required to post if you submit the Part 2 Application to become a Registered Bidder in the Illinois Auction. The Pre-Auction Security will include a Pre-Auction Letter of Credit, and may include additional security in the form of a Letter of Intent to Provide a Guaranty and/or a Letter of Reference.

PART 1 APPLICATION FORM

Part A. General Requirements

A.1. Applicant Basic Information

Name of Applicant

Legal Name of Applicant (if different from above)

Place of Incorporation (if applicable)

State

Federal Tax I.D.

D&B DUNS #

*Please state whether the Applicant
is a corporation, partnership, etc
available)*

Years in Business

URL for Applicant's Web site (if

Please check here ☐ if the Applicant is not applying to participate in the Illinois Auction under an agency agreement and please proceed to the next sub-part A.2. If the Applicant is applying under an agency agreement, please complete the remainder of this sub-part A.1.

Basic Information for the Principal

If more than one entity is serving as Principal, please list each entity under "Name of Principal" and please provide contact information of one individual for each entity.

Name of Principal

Legal Name of Principal (if different from above)

Place of Incorporation (if applicable)

State

Federal Tax I.D.

D&B DUNS #

*Please state whether the Principal
is a corporation, partnership, etc*

Years in Business

URL for Principal's Web site (if available)

Contact Information for the Principal

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Entity or Entities for which this individual can provide information</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Please indicate below the entity, either the **Applicant** or the **Principal**, which would be executing the applicable Supplier Forward Contract(s) should the Applicant be a winning bidder in the Illinois Auction (please check only one):

- ☐ **Applicant**
- ☐ **Principal**

Appendix E specifies the additional documents that the Applicant must provide and describes the creditworthiness assessment. Please check the boxes below to indicate that the Applicant has included the following documents with this application:

- ☐ Copy of the agency agreement between the Applicant and the Principal
- ☐ An officers' certificate (see Appendix E)

A.2. Authorized Representative

The Authorized Representative is authorized to represent the Applicant in the Illinois Auction. The Authorized Representative is the only person authorized to designate a person other than him/herself to submit bids in the Illinois Auction. Before the Illinois Auction takes place, the Authorized Representative will receive all documentation related to the Illinois Auction, including auction procedures manuals and Confidential Information required to submit bids in the trial auction and in the Illinois Auction itself. The Authorized Representative is the only person authorized to distribute auction procedures manuals and Confidential Information to other representatives of the Applicant. The integrity of the auction process depends upon each Authorized Representative safeguarding Confidential Information used for the Illinois Auction. The Authorized Representative must ensure that only authorized persons act on behalf of the Applicant in the Illinois Auction.

The person designated below is the Applicant's Authorized Representative for the Illinois Auction.

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Company (must be the same as the Applicant)</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Email Address</i>	
<input type="text"/>	<input type="text"/>	

Communications with the Authorized Representative are typically done by fax and by courier. **Please provide below a fax number at which the Authorized Representative will be able to receive faxes from the Auction Manager in a secure and timely fashion.**

Fax No.

If the Authorized Representative wishes to provide a cell phone number, please enter it here:

Cell Phone Number (Optional)

The Applicant hereby acknowledges that any notification or other communication given by the Auction Manager to the Applicant shall be delivered by hand to the address provided above or sent by fax to the fax number provided above and shall be deemed received by the Applicant at the time of delivery or transmission, provided that where delivery or transmission occurs after 6 p.m. on a business day or on a day which is not a business day, receipt shall be deemed to occur at 9 a.m. on the following business day. Any notification or other communication given by the Auction Manager to the Applicant on or after the start date of the Illinois Auction may be given using the Bidding Procedure or by fax as set out above.

This certification must be signed by the Authorized Representative and the signature must be notarized.

I hereby certify that I am authorized by the Applicant to serve as Authorized Representative, to represent the Applicant in general and in particular to represent the Applicant for purposes of this Part 1 Application to the Illinois Auction. I further certify that I will be responsible for all Confidential Information regarding the auction process and I will distribute Confidential Information only to other individuals who are authorized to act on behalf of the Applicant.

Signature of Authorized Representative

Date

Signature and Seal from Notary Public

Date

A.3. Designation of the Authorized Representative

This certification must be signed by an officer or director of the Applicant and must either be notarized or attested with the corporate seal. The officer or director of the Applicant who signs below cannot designate himself or herself as Authorized Representative.

*The officer or director must attest below to accepting the terms of
the Illinois Auction Rules and
the CPP-A Supplier Forward Contract and
the CPP-B Supplier Forward Contract and
the BGS-FP Supplier Forward Contract and
the BGS-LFP Supplier Forward Contract.*

Please consult Appendix C for a Summary Table regarding the products in the Illinois Auction and the required Supplier Forward Contracts.

I certify that I am an officer or director of the Applicant, empowered to undertake contracts and bind the Applicant. I have read and accept the Illinois Auction Rules. I have read and accept the provisions of the CPP-A Supplier Forward Contract and the CPP-B Supplier Forward Contract and the BGS-LFP Supplier Forward Contract and the BGS-FP Supplier Forward Contract.

All the information provided in response to this Part 1 Application is true and correct to the best of my knowledge. I acknowledge that I cannot and will not serve as the Applicant's Authorized Representative. I hereby designate _____ to serve as the Authorized Representative of the Applicant.

Signature

Date

Printed Name

Title

Signature and Seal from Notary Public

Date

A.4. Registered Agent in Illinois for the Applicant and the Principal

The Applicant's Registered Agent in Illinois must be:

- A person at least 18 years of age, who is a resident of Illinois and agrees to accept service of process on the Applicant's behalf; or
- A corporation that is registered or qualified as a foreign corporation to do business in Illinois, that is allowed by its articles of incorporation to act as a registered agent for another corporation, and that agrees to accept service of process on the Applicant's behalf.

The person or corporation designated below is or will be the Applicant's Registered Agent. The address designated below is the registered office in Illinois. The individual named here is the individual signing below.

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Company</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

This certification must be signed by the Registered Agent, and the signature must be notarized.

I agree to serve as the Registered Agent for the Applicant. I am authorized and I agree to accept service of process on the Applicant's behalf.

Signature of Registered Agent

Date

Signature and Seal from Notary Public

Date

Please check here ☐ if the Applicant is not applying under an agency agreement with a Principal that will execute any applicable Supplier Forward Contracts and please proceed to the next sub-part A.5. Otherwise, please complete this sub-part A.4.

The Principal's Registered Agent in Illinois must be:

- A person at least 18 years of age, who is a resident of Illinois and agrees to accept service of process on the Principal's behalf; or
- A corporation that is registered or qualified as a foreign corporation to do business in Illinois, that is allowed by its articles of incorporation to act as a registered agent for another corporation, and that agrees to accept service of process on the Principal's behalf.

The person or corporation designated below is or will be the Principal's Registered Agent. The address designated below is the registered office in Illinois. The individual named here is the individual signing below.

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Company</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

This certification must be signed by the Registered Agent, and the signature must be notarized.

I agree to serve as the Registered Agent for the Principal. I am authorized and I agree to accept service of process on the Principal's behalf.

Signature of Registered Agent

Date

Signature and Seal from Notary Public

Date

A.5. General Requirements Concerning Past Auctions

Please respond to (1), (2), and (3) below. If these certifications are applicable to you and you are unable to certify to one or more of these conditions, you will not qualify to participate in the Illinois Auction.

If the Applicant has not been a counterparty to one or more Supplier Forward Contract(s) with the Ameren Illinois Utilities or ComEd during the past five (5) years, please check here ☐. Certification (1) is not applicable to you; please proceed to the next certification.

If the Applicant has been a counterparty to one or more Supplier Forward Contract(s) with the Ameren Illinois Utilities or ComEd, please certify to the following:

- (1) I certify that during the past five (5) years, such Supplier Forward Contract(s) have not led to an Event of Default attributable to the BGS Supplier or CPP Supplier leading to Early Termination (as these terms are defined in Article 5 of the applicable Supplier Forward Contract(s)).

Signature of Authorized Representative

Date

If the Applicant has not been registered as a bidder in the Illinois Auction in prior years, please check here ☐. Certification (2) is not applicable to you; please proceed to the next certification.

If the Applicant has been registered as a bidder in the Illinois Auction in prior years, please certify to the following:

- (2) I certify that, to the best of my knowledge, during the past five (5) years, the Applicant has not (i) failed to properly disclose information when making certifications in the Part 2 Application relevant to determining Associations; (ii) failed to abide by any of the certifications that the bidder made in its Part 1 or Part 2 Applications; or (iii) failed to sign a Supplier Forward Contract for tranches that it had won and for which a Successful Result was declared.

Signature of Authorized Representative

Date

If you have not been the Authorized Representative of any entity that has participated in the Illinois Auction during the past five (5) years, please check here ☐. Certification (3) is not applicable to you; please proceed to the next sub-part.

If you have been the Authorized Representative for an entity that has participated in the Illinois Auction during the past five (5) years, please certify to the following:

(3) I certify that during the past five (5) years, I was not the Authorized Representative of any entity that has violated certification (1) or (2) above.

Signature of Authorized Representative

Date

A.6. Financial and Credit Information

Please indicate below the entity that will be fulfilling the financial and credit requirements (please check only one):

- ☐ Applicant
- ☐ Guarantor
- ☐ Principal (for Applicants applying under an agency agreement **ONLY**)

Please enter the name of the entity below that will be fulfilling the Applicant's financial and credit requirements:

Name of the entity: _____

The Credit Representative is an individual who can answer questions or provide information with respect to the items required in this sub-part A.6. If the Credit Representative is not directly employed by the entity named above, you are indicating to us that this Credit Representative is able and authorized to provide information on behalf of that entity.

The person designated below is the Credit Representative.

<i>Last Name</i>	<i>Given Name(s)</i>	<i>Mr/Mrs/Ms/Dr/(other)</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Title</i>	<i>Company</i>	
<input type="text"/>	<input type="text"/>	
<i>Street Address</i>		
<input type="text"/>		
<input type="text"/>		
<i>City</i>	<i>State</i>	<i>Zip Code</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<i>Telephone No.</i>	<i>Fax No.</i>	<i>Email Address</i>
<input type="text"/>	<input type="text"/>	<input type="text"/>

All Applicants must respond to items a) to e):

- a) Please provide the entity's most recent annual financial information. Check one of the three options below and proceed as instructed:

1. ☐ The entity's most recent SEC Form 10-K is available.

☒ ***Please provide the most recent SEC Form 10-K.***

2. ☐ The entity's most recent SEC Form 10-K is unavailable, but the entity's most recent audited annual financial information (including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules) is included with this Part 1 Application.

☒ ***Please provide the entity's most recent audited annual financial information with this Part 1 Application.***

3. ☐ The entity's most recent SEC Form 10-K is unavailable and the entity has no recent audited annual financial information (including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules).

☒ ***Please provide an explanation of this omission in part D "Justification of Omissions".*** Please note that not providing this information may lead to the entity not being granted an unsecured line of credit.

b) Please provide the entity's most recent quarterly financial information. Check ONE of the three options below and proceed as instructed:

1. ☐ The entity's most recent SEC Form 10-Q is available.

☒ ***Please provide the entity's most recent SEC Form 10-Q with this Part 1 Application.***

2. ☐ The entity's most recent SEC Form 10-Q is unavailable, but the entity's most recent bi-annual, quarterly or monthly financial information (including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules) is available. The financial information is either audited or it is accompanied by an attestation by the entity's Chief Financial Officer (*see Appendix B*) that the information submitted is true and fairly presents in all material respects the financial condition and results of the operations of the entity.

☒ ***Please provide the entity's most recent bi-annual, quarterly or monthly financial information as well as an attestation from the entity's Chief Financial Officer (or similar position) if the financial information is not audited.***

3. ☐ The entity has no bi-annual, quarterly or monthly financial information available.

☒ ***Please provide an explanation of this omission in part D "Justification of Omissions".*** Please note that not providing this information may lead to the entity not being granted an unsecured line of credit.

c) Please provide the entity's most recent public financial disclosures. Check ONE of the two options below and proceed as instructed:

1. ☐ The entity's most recent SEC Forms 8-K and/or public financial disclosures made since the release of the entity's most recent financial data on matters material to the entity's financial condition are available.
☒ *Please provide the entity's most recent SEC Forms 8-K and/or please provide any public financial disclosures made since the release of the entity's most recent financial data on matters material to the entity's financial condition.*
 2. ☐ The entity has no recent SEC Forms 8-K available and has no available public financial disclosures made since the release of the entity's most recent financial data for any matters that are material to the entity's financial condition.
☒ *Please so state in part D "Justification of Omissions".*
- d) Please provide, if applicable, a statement of legal matters that have had a material impact on the entity's financial status. Check ONE of the two options below and proceed as instructed:
1. ☐ There have been rulings, judgments, litigation, contingent liabilities, revocations of authority, investigations or other matters relating to financial status that have had a material impact on the entity's financial status since the release of the entity's most recent financial data or most recent public financial disclosure.
☒ *Please provide a statement of any such rulings, judgments, litigation, contingent liabilities, revocations of authority, investigations or matters relating to financial status.*
 2. ☐ There have been no rulings, judgments, litigation, contingent liabilities, revocations of authority, investigations or other matters relating to financial status that have had a material impact on the entity's financial status since the release of the entity's most recent financial data or most recent public financial disclosure.
☒ *Please proceed to the next item.*
- e) Please provide the entity's credit ratings. CHECK ALL OPTIONS (1, 2 and/or 3) THAT APPLY and proceed as instructed:
1. ☐ The entity is rated by Moody's Investors Service, Inc.
☒ *Please enter the entity's senior unsecured debt rating below (or, if unavailable, please provide the issuer rating):*
☒ *Please check whether this rating is:*
☐ a senior unsecured debt rating
☐ an issuer rating

☐ Please provide documentation (such as a print-out from Moody's Investors Service' web site) showing the name of the rating agency, the type of rating, and the rating of the entity.

2. ☐ The entity is rated by Standard & Poor's.

☐ Please enter the entity's senior unsecured debt rating below (or, if unavailable, please provide the corporate issuer rating):

☐ Please check whether this rating is:

- ☐ a senior unsecured debt rating
☐ a corporate issuer rating

☐ Please provide documentation (such as a print-out from the Standard & Poor's web site) showing the name of the rating agency, the type of rating, and the rating of the entity.

3. ☐ The entity is rated by Fitch Ratings (a subsidiary of Fimalac, S.A.).

☐ Please enter the entity's senior unsecured debt rating below (or, if unavailable, please provide the corporate issuer rating):

☐ Please check whether this rating is:

- ☐ a senior unsecured debt rating
☐ a corporate issuer rating

☐ Please provide documentation (such as a print-out from the Fitch Ratings's web site) showing the name of the rating agency, the type of rating, and the rating of the entity.

If a Guarantor is fulfilling the financial and credit requirements, please provide item f). Otherwise, please check here ☐ to signify that you are not providing item f) and proceed to the next sub-part A.7.

f) Guarantor's Information.

Basic Information for the Guarantor

Name of Guarantor

Legal Name of Guarantor (if different from above)

Place of Incorporation (if applicable)

State

Federal Tax I.D.

D&B DUNS #

Please state whether the Guarantor is a corporation, partnership, etc.

Years in Business

Guarantor's Registered Agent in Illinois

The Guarantor's Registered Agent in Illinois must be:

- A person at least 18 years of age, who is a resident of Illinois and agrees to accept service of process on the Guarantor's behalf; or
- A corporation that is registered or qualified as a foreign corporation to do business in Illinois, that is allowed by its articles of incorporation to act as a registered agent for another corporation, and that agrees to accept service of process on the Guarantor's behalf.

The person or corporation designated below is or will be the Guarantor's Registered Agent. The address designated below is the registered office in Illinois. The individual named here is the individual signing below.

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title

Company

Street Address

City

State

Zip Code

Telephone No.

Fax No.

Email Address

This certification must be signed by the Registered Agent, and the signature must be notarized.

I agree to serve as the Registered Agent for the Guarantor. I am authorized and I agree to accept service of process on the Guarantor's behalf.

Signature of Registered Agent

Date

Signature and Seal from Notary Public

Date

A.7. Existing PJM Agreements and MISO Market Participant Certification

PJM Membership

By the time service begins, CPP-A and CPP-B Suppliers must be members of the PJM Interconnection, L.L.C. (“PJM”) in good standing, must be Market Buyers and Market Sellers, and must have executed the PJM Operating Agreement, a PJM Reliability Assurance Agreement (either the PJM RAA, or the PJM RAA West or the PJM RAA South) and a service agreement for Network Integrated Transmission Services pursuant to the PJM OATT.

Check ONE of the three options below and proceed as instructed:

1. ☐ The Applicant is a member of the PJM in good standing, qualifies as a Market Buyer and Market Seller, and can provide the signature page of each one of the following three documents: 1) the PJM Operating Agreement (“OA”); 2) a PJM Reliability Assurance Agreement (“RAA”); and 3) a service agreement for Network Integrated Transmission Services (“NITS”) pursuant to the PJM OATT.

○ Please provide one (1) copy of the executed signature page of the OA, an RAA, and the NITS agreement.

Please note:

- Applicants that are applying under an agency agreement and that intend for the Principal to execute the applicable Supplier Forward Contracts must provide the signature page for the OA, an RAA, and the NITS agreement for the Principal.
- If the OA, RAA, or NITS agreement is in the name of an entity other than the entity that will be executing the applicable Supplier Forward Contracts, the Applicant ***must provide*** a change of name certificate for the entity.

2. ☐ The Applicant is a member of the PJM in good standing, qualifies as a Market Buyer and Market Seller, but the Applicant cannot provide the signature page of one or more of the following three agreements: 1) the OA; 2) an RAA; and 3) a service agreement for NITS.

○ Please provide one (1) copy of any available executed signature page of the OA, an RAA, or the NITS agreement.

Please note:

- Applicants that are applying under an agency agreement and that intend for the Principal to execute the applicable Supplier Forward Contracts must provide the signature page for the OA, an RAA, and the NITS agreement for the Principal.
- If the OA, RAA, or NITS agreement is in the name of an entity other than the entity that will be executing the applicable Supplier Forward Contracts, the Applicant ***must provide*** a change of name certificate for the entity.

⌚ Please make the following certification:

I certify that either: the Applicant will not bid to provide any CPP products; or: the Applicant may bid to provide any or all CPP products, and the Applicant has investigated the requirements to execute the OA, an RAA and a service agreement for NITS pursuant to the PJM OATT and the Applicant has determined that there exist no impediments for the Applicant to execute all such agreements by the time the Applicant would begin to serve load under a CPP-A, or CPP-B Supplier Forward Contract.

Signature of Authorized Representative

Date

3. ☐ The Applicant is not currently a member in good standing of PJM, or is not qualified as a Market Buyer and Market Seller, or cannot provide the signature page to any of the following three agreements: 1) the OA; 2) an RAA; and 3) a service agreement for NITS.

⌚ Please make the following certification:

I certify that either: the Applicant will not bid to provide any CPP products; or: the Applicant may bid to provide any or all CPP products, and the Applicant has investigated the requirements to become a member in good standing of PJM, and the Applicant has determined that there exist no impediments for the Applicant to become a member in good standing of PJM, qualified as a Market Buyer and Market Seller, and to execute the OA, an RAA and a service agreement for NITS pursuant to the PJM OATT by the time the Applicant would begin to serve load under a CPP-A or CPP-B Supplier Forward Contract.

Signature of Authorized Representative

Date

MISO Membership

By the time service begins, the BGS-FP and BGS-LFP Suppliers must be Market Participants in good standing with the Midwest Independent Transmission System Operator (“Midwest ISO” or “MISO”) and must be in compliance with all obligations, rules, and regulations as established and interpreted by MISO.

Check ONE of the two options below and proceed as instructed:

1. ☐ The Applicant is a Market Participant in MISO who is bound by all MISO operating instructions, policies, and procedures as set forth in the MISO Operating Manual.

➤ *Please proceed to the next sub-part.*

2. ☐ The Applicant is NOT a Market Participant in MISO.

➤ *Please make the following certification:*

I certify that either: the Applicant will not bid to provide any BGS products; or: the Applicant may bid to provide any or all BGS products, and the Applicant has investigated the requirements to become a Market Participant in MISO, and the Applicant has determined that there exist no impediments for the Applicant to become a Market Participant by March 1, 2008 so as to be able to serve load under a BGS-FP or BGS-LFP Supplier Forward Contract.

Signature of Authorized Representative

Date

Part B. Certifications of the Authorized Representative

The Authorized Representative must attest below to accepting the terms of the Illinois Auction Rules and the CPP-A Supplier Forward Contract and the CPP-B Supplier Forward Contract and the BGS-FP Supplier Forward Contract and the BGS-LFP Supplier Forward Contract.

With respect to the Illinois Auction Rules:

The final version of the Illinois Auction Rules became available on the Illinois Auction Web site (www.illinois-auction.com) on October 2, 2007. These rules were first proposed in Docket Nos. 05-0159, 05-0160, 05-0161 and 05-0162, and are consistent with the ICC Order in Docket 06-0800 dated XXX, 2007.

- (1) I certify that I have read and accept the Illinois Auction Rules, and that I will comply with these Rules:

Signature of Authorized Representative

Date

With respect to these Supplier Forward Contracts:

the CPP-A Supplier Forward Contract and
the CPP-B Supplier Forward Contract and
the BGS-FP Supplier Forward Contract and
the BGS-LFP Supplier Forward Contract.

The final version of each of these Supplier Forward Contracts became available on the Illinois Auction Web site (www.illinois-auction.com) on October 2, 2007. These Supplier Forward Contracts were first proposed in Docket Nos. 05-0159, 05-0160, 05-0161 and 05-0162, and are consistent with the ICC Order in Docket 06-0800 dated XXX, 2007.

- (2) I certify that I have read and accept the terms of these Supplier Forward Contracts:

Signature of Authorized Representative

Date

- (3) Please certify that if you qualify to participate in the Illinois Auction, you will not disclose information regarding the list of Qualified Bidders for the Illinois Auction, including the number of Qualified Bidders, the identity of any or all Qualified Bidders (including yourself), or the fact that an entity has not been qualified for further participation in the Illinois Auction.

Signature of Authorized Representative

Date

Please note that, as a requirement of your Part 2 Application to become a Registered Bidder, you will agree to maintain the confidentiality of Confidential Information relative to your bidding strategy as well as Confidential Information regarding the auction process, including, but not limited to, the list of Registered Bidders and the total initial eligibility in the Illinois Auction.

Certifications (4) to (6) will apply from the date on which you make the certifications until the time at which you have signed all applicable Supplier Forward Contracts or until the ICC has rejected the results from the Illinois Auction. **Completion of the following certifications also signifies that you warrant that you are unaware of any events or circumstances that may cause these certifications to become untrue during the period to which each certification applies.**

- (4) Please certify your agreement that the submission of any bid on a product in the Illinois Auction creates a binding and irrevocable offer to meet the obligations set forth in the applicable Supplier Forward Contract for that product.

Signature of Authorized Representative

Date

- (5) Please also certify your agreement that, upon the Declaration of a Successful Result for the Illinois Auction, a binding and enforceable contract to provide service with respect to the number of tranches for which you are a winning bidder shall arise under the applicable Supplier Forward Contract(s), and that you will execute all applicable Supplier Forward Contract(s) and comply with the creditworthiness requirements contained therein within three (3) business days of the Declaration of a Successful Result for the Illinois Auction.

Signature of Authorized Representative

Date

- (6) Please certify that if you become a Qualified Bidder for the Illinois Auction, you will not substitute another entity in your place, transfer your rights to another entity, or otherwise assign your status as a Qualified Bidder to another entity. Please certify that you understand that any such substitution, transfer, or assignment is null and void and will result in your exclusion from further participation in the Illinois Auction.

Signature of Authorized Representative

Date

Part C. Bidding Agreements for the Illinois Auction

Please note that neither ComEd nor the Ameren Illinois Utilities will review information provided in this part C. It is being provided on a confidential basis to the Auction Manager Team and representatives of the ICC only.

Please check here ☐ if you will be bidding independently in the Illinois Auction and not as a party to any Bidding Agreement with another entity or through any other arrangement involving joint or coordinated bidding. **Proceed to part D and *do not sign* the certification below.**

Otherwise, please indicate below whether you are part of a Bidding Agreement, or a Joint Venture for the purpose of participating in the Illinois Auction, or a Bidding Consortium, or any other arrangement pertaining to participating in the Illinois Auction. Please also provide the names of the other entities that are part of the Bidding Agreement or other arrangement involving joint or coordinated bidding.

Name of Applicant:

—

Other entities:

—

—

—

☐ Bidding Agreement —

☐ Bidding Consortium —

☐ Joint Venture —

☐ Other (define) —

If you are part of a Bidding Agreement, or a Bidding Consortium, or a Joint Venture for the purpose of participating in the Illinois Auction, or any other arrangement pertaining to participating in the Illinois Auction, please nominate a single entity to fulfill the creditworthiness requirements. This entity is a party to the Bidding Agreement, or the Joint Venture, or the Bidding Consortium, or any other arrangement pertaining to participating in the Illinois Auction, or the entity serves as a Guarantor to such a party.

Entity fulfilling the creditworthiness requirements:

—

An Authorized Representative of the entity named above must sign here to acknowledge the fact that this entity has agreed to fulfill the creditworthiness requirements:

Signature of Authorized Representative

Date

From Party to Bidding Agreement Fulfilling the Creditworthiness Requirements

Part D. Justification of Omissions

If you are unable to submit all required documents or to provide all requested information in this Part 1 Application, please provide here a clear and complete justification for any omissions.

Part E. Foreign Applicants, Foreign Guarantors, and Foreign Principals

Please check here ☐ if the Applicant is not a Foreign entity and if the Guarantor (if named in sub-part A.6) is not a Foreign entity, and if the Principal (if named in sub-part A.1) is not a Foreign entity and then please proceed to Appendix A. Otherwise, please complete this part E.

E.1 Foreign Applicant

Please check here ☐ if the Applicant is not a Foreign Applicant, and then please proceed to the next sub-part E.2. Otherwise, please complete this sub-part E.1.

Please provide for the Foreign Applicant:

- (i) *A legal opinion of independent counsel qualified to practice in the foreign jurisdiction in which the Foreign Applicant is incorporated or otherwise formed that one or more of*

*the CPP-A Supplier Forward Contract and
the CPP-B Supplier Forward Contract and
the BGS-FP Supplier Forward Contract and
the BGS-LFP Supplier Forward Contract,*

will become the binding obligation of the Foreign Applicant, in the jurisdiction in which it has been incorporated or otherwise formed, should the Foreign Applicant become a winning bidder in the Illinois Auction and execute a Supplier Forward Contract.

Please provide (i) above with this Part 1 Application. If unavailable at the time the Part 1 Application is submitted, please check here ☐ and please acknowledge by signing below that you understand that the legal opinion in (i) above for the appropriate contracts will be required should the Foreign Applicant become a winning supplier:

Signature of Authorized Representative

Date

If the Foreign Applicant becomes a winning supplier, it will be required to submit additional documents. These requirements are identical for all the Supplier Forward Contracts and include:

- (ii) *the sworn certificate of the corporate secretary (or similar officer) of the Foreign Applicant that the person executing the relevant Supplier Forward Contracts has the authority to execute the relevant Supplier Forward Contracts and that the governing board of the Foreign Applicant has approved the execution of the relevant Supplier Forward Contracts; and*

- (iii) *the sworn certificate of the corporate secretary (or similar officer) of the Foreign Applicant that the Foreign Applicant has been authorized by its governing board to enter into agreements of the same type as the relevant Supplier Forward Contracts.*

For further details, please see the appropriate sections of the Supplier Forward Contracts:

Sections 6.4.(ii) and 6.4.(iii) of the CPP-A, CPP-B, BGS-FP or BGS-LFP Supplier Forward Contracts.

Item (ii) above is not required to be submitted along with this Part 1 Application. Please acknowledge by signing below that you understand that the document in (ii) above will be required should the Foreign Applicant become a winning supplier:

Signature of Authorized Representative

Date

Please provide (iii) above with this Part 1 Application. If unavailable at the time the Part 1 Application is submitted, please check here ☐ and please acknowledge by signing below that you understand that the document in (iii) above will be required should the Foreign Applicant become a winning supplier:

Signature of Authorized Representative

Date

Please provide any additional information that you wish to give that could provide comparable credit assurances to those that are provided by other entities that have been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia. Please provide this information below. If you are not providing additional information, please enter "NA" in the box.

E.2 Foreign Principal

Please check here ☐ if the Applicant is not applying under an agency agreement with a Foreign Principal that will execute any applicable Supplier Forward Contracts and please proceed to the next sub-part E.3. Otherwise, please complete this sub-part E.2.

Please provide for the Foreign Principal:

- (i) *A legal opinion of independent counsel qualified to practice in the foreign jurisdiction in which the Foreign Principal is incorporated or otherwise formed that one or more of*

*the CPP-A Supplier Forward Contract and
the CPP-B Supplier Forward Contract and
the BGS-FP Supplier Forward Contract and
the BGS-LFP Supplier Forward Contract,*

will become the binding obligation of the Foreign Principal, in the jurisdiction in which it has been incorporated or otherwise formed, should the Applicant become a winning bidder in the Illinois Auction and the Foreign Principal execute a Supplier Forward Contract.

Please provide (i) above with this Part 1 Application. If unavailable at the time the Part 1 Application is submitted, please check here ☐ and please acknowledge by signing below that you understand that the legal opinion in (i) above for the appropriate contracts will be required should the Applicant become a winning bidder:

Signature of Authorized Representative

Date

If the Applicant becomes a winning bidder, the Foreign Principal will be required to submit additional documents. These requirements are identical for all the Supplier Forward Contracts and include:

- (ii) *the sworn certificate of the corporate secretary (or similar officer) of the Foreign Principal that the person executing the relevant Supplier Forward Contracts has the authority to execute the relevant Supplier Forward Contracts and that the governing board of the Foreign Principal has approved the execution of the relevant Supplier Forward Contracts; and*
- (iii) *the sworn certificate of the corporate secretary (or similar officer) of the Foreign Principal that the Foreign Principal has been authorized by its governing board to enter into agreements of the same type as the relevant Supplier Forward Contracts.*

For further details, please see the appropriate sections of the Supplier Forward Contracts:

Sections 6.4.(ii) and 6.4.(iii) of the CPP-A, CPP-B, BGS-FP or BGS-LFP Supplier Forward Contracts.

Item (ii) above is not required to be submitted along with this Part 1 Application. Please acknowledge by signing below that you understand that the document in (ii) above will be required should the Applicant become a winning bidder:

Signature of Authorized Representative

Date

Please provide (iii) above with this Part 1 Application. If unavailable at the time the Part 1 Application is submitted, please check here ☐ and please acknowledge by signing below that you understand that the document in (iii) above will be required should the Applicant become a winning bidder:

Signature of Authorized Representative

Date

Please provide any additional information that you wish to give that could provide comparable credit assurances to those that are provided by other entities that have been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia. Please provide this information below. If you are not providing additional information, please enter "NA" in the box.

E.3. Foreign Guarantor

Please check here ☐ if a Foreign Guarantor is fulfilling the financial and credit requirements for the Applicant and complete this sub-part E.3. Otherwise, please proceed to Appendix A and do not fill in any information in this sub-part E.3.

Please provide for the Foreign Guarantor:

- (i) *A legal opinion of independent counsel qualified to practice in the foreign jurisdiction in which the Foreign Guarantor is incorporated or otherwise formed that the Guaranty under one or more of*

*the CPP-A Supplier Forward Contract and
the CPP-B Supplier Forward Contract and
the BGS-FP Supplier Forward Contract and
the BGS-LFP Supplier Forward Contract,*

will become the binding obligation of the Foreign Guarantor, in the jurisdiction in which it has been incorporated or otherwise formed, should the Applicant become a winning bidder in the Illinois Auction and execute a Supplier Forward Contract.

Please provide (i) above with this Part 1 Application. If unavailable at the time the Part 1 Application is submitted, please check here ☐ and please acknowledge by signing below that you understand that the legal opinion in (i) above for the appropriate contracts will be required of the Foreign Guarantor should the Applicant become a winning supplier:

Signature of Authorized Representative

Date

If the Applicant becomes a winning bidder, the Foreign Guarantor will be required to submit additional documents. These requirements are identical for all the Supplier Forward Contracts and include:

- (ii) *the sworn certificate of the corporate secretary (or similar officer) of such Foreign Guarantor that the person executing the Guaranty on behalf of the Foreign Guarantor has the authority to execute the Guaranty and that the governing board of such Foreign Guarantor has approved the execution of the Guaranty; and*
- (iii) *the sworn certificate of the corporate secretary (or similar officer) of such Foreign Guarantor that the Foreign Guarantor has been authorized by its governing board to enter into agreements of the same type as the Guaranty.*

For further details, please see the appropriate sections 6.4.(ii) and 6.4.(iii) of the CPP-A, CPP-B, BGS-FP or BGS-LFP Supplier Forward Contracts.

Item (ii) above is not required to be submitted along with this Part 1 Application. Please acknowledge by signing below that you understand that the document in (ii) above will be required should the Applicant become a winning supplier:

Signature of Authorized Representative

Date

Please provide (iii) above with this Part 1 Application. If unavailable at the time the Part 1 Application is submitted, please check here ☐ and please acknowledge by signing below that you understand that the document in (iii) above will be required of the Foreign Guarantor should the Applicant become a winning supplier:

Signature of Authorized Representative

Date

Please provide any additional information that the Foreign Guarantor wishes to give that could provide comparable credit assurances to those that are provided by other entities that have been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia. Please provide this information below. If you are not providing additional information, please enter "NA" in the box.

Appendix A – Enclosures to the Part 1 Application

This is a checklist of documents to be enclosed with this application (one copy unless noted otherwise).

- ☐ Three (3) original completed Part 1 Application Form (with original signatures and original notarized signatures in part A. *[Instructions of the Part 1 Application]*)
- ☐ Bid Participation Fee of \$7,500 *[Instructions of the Part 1 Application]*

The following documents of the entity, the Applicant or a Guarantor or a Principal, that will be fulfilling the credit and financial requirements (see sub-part A.6 and part E):

- ☐ Copy of agency agreement and Officer's certificate, if the Applicant is applying under an agency agreement; *[sub-part A.1]*
- ☐ Most recent annual financial information; *[sub-part A.6]*
- ☐ Most recent bi-annual, quarterly, or monthly financial information; *[sub-part A.6]*
- ☐ Most recent public financial disclosures; *[sub-part A.6]*
- ☐ A statement of legal matters that have had a material impact on financial status; *[sub-part A.6]*
- ☐ Credit ratings; *[sub-part A.6]*
- ☐ For a Foreign Applicant, a legal opinion and a sworn certificate of the corporate secretary; *[sub-part E.1]*
- ☐ For a Foreign Principal, a legal opinion and a sworn certificate of the corporate secretary; *[sub-part E.2]*
- ☐ For a Foreign Guarantor, a legal opinion and a sworn certificate of the corporate secretary; *[sub-part E.3]*
- ☐ If the entity fulfilling the credit and financial requirements is a Foreign entity, any additional information that the entity wishes to give that could provide comparable credit assurances. *[part E]*

The signature page for the following agreements. *[sub-part A.7]*

- ☐ PJM Operating Agreement ("OA")
- ☐ a PJM Reliability Assurance Agreement ("RAA")
- ☐ A service agreement for Network Integrated Transmission Services ("NITS") pursuant to the PJM OATT

Appendix B – Requirements for Chief Financial Officer Attestation

An entity that is fulfilling the financial and credit requirements (as named in sub-part A.6) and that cannot provide audited financial statements must provide financial information with an attestation by its Chief Financial Officer. The attestation must fulfill all of the following conditions. This attestation must:

- be a notarized affidavit attached to the financial information provided by the entity;
- identify the person making the affidavit as the Chief Financial Officer (or equivalent if no such exact position exists);
- state that the Chief Financial Officer (or equivalent) attests that "the information contained in the financial statements fairly presents in all material respects the financial condition and results of the operations of _____(name of entity)".

Appendix C – Summary Table for Auction Products

Product Organization		
Group	Products	Supplier Forward Contract (SFC)
CPP	CPP-B 1-year	CPP-B SFC
	CPP-B 3-year	CPP-B SFC
	CPP-A 1-year	CPP-A SFC
BGS	BGS-FP 1-year	BGS-FP SFC
	BGS-FP 3-year	BGS-FP SFC
	BGS-LFP 1-year	BGS-LFP SFC

Appendix D – Glossary

Load categories shall be defined in accordance with the applicable tariff from ComEd or the Ameren Illinois Utilities. Remaining defined terms used in the Part 1 Application Form shall have the meaning given to such terms in the Illinois Auction Rules; definitions for such terms are summarized here for convenience. Other terms are also defined below.

Advisor

An Advisor is a person or persons who will be advising or assisting the bidder with respect to bidding strategy for the Illinois Auction, estimation of the value of any tranche, or estimation of the risks associated with providing supply for any tranche.

Ameren Illinois Utilities

The Ameren Illinois Utilities refer to Central Illinois Light Company d/b/a AmerenCILCO, Central Illinois Public Service Company d/b/a AmerenCIPS, and Illinois Power Company d/b/a AmerenIP.

Applicant

An Applicant is an entity that submits a Part 1 Application Form and any documents required therein or an entity that submits a Part 2 Application Form and any documents required therein.

Association or Associated With

A bidder qualified for the Illinois Auction is associated with another bidder qualified for the Illinois Auction if the two bidders have ties that could allow them to act in concert or that could prevent them from competing actively against each other. Please consult the Association and Confidential Information Rules portion of the Illinois Auction Rules for more precise criteria.

Auction Manager

The person retained by ComEd and the Ameren Illinois Utilities to manage the auction process under the oversight of the ICC Staff.

Authorized Representative

The Authorized Representative is a designated individual who is authorized to represent the Applicant in the Illinois Auction. The Authorized Representative is the only person authorized to designate a person other than him/herself to submit bids in the Illinois Auction. The Authorized Representative is the only person authorized to distribute auction procedures manuals and Confidential Information to other representatives of the Applicant. The integrity of the auction process depends upon each Authorized Representative safeguarding Confidential Information used for the Illinois Auction.

BGS-FP Supplier

A BGS-FP Supplier is a Registered Bidder that has bid and won tranches of a BGS-FP product, and that, upon the Declaration of a Successful Result for the Illinois Auction, enters into an agreement with the Ameren Illinois Utilities under the terms of the BGS-FP Supplier Forward Contract.

BGS-FP Supplier Forward Contract

The BGS-FP Supplier Forward Contract is the agreement between the Ameren Illinois Utilities and a BGS-FP Supplier whereby the Ameren Illinois Utilities purchase energy, capacity and other services from the BGS-FP Supplier to serve a portion of the requirements of the Ameren Illinois Utilities' residential and small business customers under 1,000 kW of demand on a fixed-price service.

BGS-LFP Supplier

A BGS-LFP Supplier is a Registered Bidder that has bid and won tranches of the BGS-LFP product, and that, upon the Declaration of a Successful Result for the Illinois Auction, enters into an agreement with the Ameren Illinois Utilities under the terms of the BGS-LFP Supplier Forward Contract.

BGS-LFP Supplier Forward Contract

The BGS-LFP Supplier Forward Contract is the agreement between the Ameren Illinois Utilities and a BGS-LFP Supplier whereby the Ameren Illinois Utilities purchase energy, capacity and other services from the BGS-LFP Supplier to serve a portion of the requirements of the Ameren Illinois Utilities' large commercial and industrial customers with demand of 1,000 kW or greater on a fixed-price service.

BGS Group

The BGS Group is the collection of the Ameren Illinois Utilities' products in the Illinois Auction. The BGS Group consists of two (2) BGS-FP products of varying contract durations and one (1) BGS-LFP product.

BGS Supplier

A BGS-FP Supplier or a BGS-LFP Supplier.

Bid Participation Fee

The Bid Participation Fee is a fee that is required from all Applicants with their Part 1 Applications and that contributes to covering the administrative costs of the Illinois Auction. The Bid Participation Fee is deducted from any Supplier Fee that a BGS or CPP Supplier would have to pay.

Bidding Agreement (Bidding Arrangement)

Any agreement between two or more entities, each of which intends to participate in the Illinois Auction, to share information relative to the bidding strategy in the Illinois Auction, to share information regarding round results, to agree upon bids, to agree upon bidding strategy or to coordinate bids during the Illinois Auction.

Bidding Consortium

A group of separate businesses or business people joining together to submit joint bids in the Illinois Auction. A set of companies joining together to supply load for products in the Illinois Auction with each providing different expertise or components.

Bidding Procedure

The Bidding Procedure refers to the method by which bids are submitted in the Illinois Auction. The primary method for submitting bids is through the internet. In case a bidder is having difficulty submitting bids through this primary method, a back-up method is available. The back-up method for submitting bids is by fax.

ComEd

The Commonwealth Edison Company.

Confidential Information

There are two types of Confidential Information. Confidential Information relative to the bidding strategy means information relating to a bidder's bid in the Illinois Auction, whether in writing or verbally, which if it were to be made public would likely have an effect on any of the bids that another bidder would be willing to submit for the Illinois Auction. Confidential Information regarding the auction process means information that is not released publicly by the ICC or the Auction Manager and that a bidder acquires as a result of participating in the auction process, whether in writing or verbally, which if it were to be made public could impair the integrity of current or future Auctions, impair the ability of ComEd or the Ameren Illinois Utilities to hold future Auctions, harm consumers, or injure bidders or Applicants. Confidential Information relative to the bidding strategy and Confidential Information regarding the auction process are further defined in the Association and Confidential Information Rules portion of the Illinois Auction Rules.

CPP Supplier

A CPP-A Supplier or a CPP-B Supplier.

CPP-A Supplier

A CPP-A Supplier is a Registered Bidder in the Illinois Auction that has bid and won tranches of the CPP-A product, and that, upon the Declaration of a Successful Result for the Illinois Auction, enters into an agreement with ComEd under the terms of the CPP-A Supplier Forward Contract.

CPP-A Supplier Forward Contract

The CPP-A Supplier Forward Contract is the agreement between ComEd and a CPP-A Supplier whereby ComEd purchases energy, capacity and other services from the CPP-A Supplier to serve a portion of the requirements of ComEd's larger commercial and industrial customers with demand greater than 400 kW on a fixed-price service.

CPP-B Supplier

A CPP-B Supplier is a Registered Bidder in the Illinois Auction that has bid and won tranches of a CPP-B product, and that, upon the Declaration of a Successful Result for the Illinois Auction, enters into an agreement with ComEd under the terms of the CPP-B Supplier Forward Contract.

CPP-B Supplier Forward Contract

The CPP-B Supplier Forward Contract is the agreement between ComEd and a CPP-B Supplier whereby ComEd purchases energy, capacity and other services from the CPP-B Supplier to serve a portion of the requirements of ComEd's residential and smaller commercial customers with demand of 400 kW or less on a fixed-price service.

CPP Group

The CPP Group is the collection of ComEd products in the Illinois Auction. The CPP Group consists of two (2) CPP-B products of varying contract durations and one (1) CPP-A product.

Credit Representative

The Credit Representative of the entity fulfilling the Applicant's financial and credit requirements (the Applicant, its Principal or a Guarantor) is an individual from that entity who can answer questions from the Auction Manager with respect to the credit and financial information requested in the Part 1 and Part 2 Applications.

Declaration of a Successful Result for the Illinois Auction

If, by the close of the fifth business day after the end of the Auction, the ICC does not initiate a formal investigation or other formal proceeding regarding the results of the Illinois Auction, the Auction Manager will make a Declaration of Successful Result for the Illinois Auction. ComEd and the Ameren Illinois Utilities will proceed to acquire supply from winning bidders.

Foreign Applicant

A Foreign Applicant is an Applicant that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia.

Foreign Guarantor

A Foreign Guarantor is a Guarantor that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia.

Foreign Principal

A Foreign Principal is a Principal that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia.

Guarantor

A Guarantor is an entity that is fulfilling the financial and credit requirements on behalf of the Applicant in the Part 1 Application and that would guarantee the Applicant's financial obligations under a Supplier Forward Contract should the Applicant become a BGS or a CPP Supplier.

Group

There are two Groups in the Illinois Auction, namely the CPP Group and the BGS Group.

ICC

The Illinois Commerce Commission.

Illinois Auction Rules

The Illinois Auction Rules describe the process and the rules by which bidders submit bids in the Illinois Auction, bids are processed, final prices are determined and winning bidders emerge. The final version of the Illinois Auction Rules became available on the Illinois Auction Web site (www.illinois-auction.com) on October 2, 2007.

Indicative Offer

The Indicative Offer for the Illinois Auction, submitted with the Part 2 Application, specifies two numbers of tranches. The first number represents the number of tranches that the

Qualified Bidder is willing to supply at the Maximum Starting Price. The second number represents the number of tranches that the Qualified Bidder is willing to supply at the Minimum Starting Price.

Joint Venture

An enterprise entered into by two or more persons or entities for profit with the purpose of participating in the Illinois Auction. A Joint Venture has most of the elements of a partnership, such as shared management, the power of each venturer to bind the others in the business, division of profits and joint responsibility for losses. However, unlike a partnership, a Joint Venture anticipates a specific area of activity and/or period of operation, so that after the purpose is completed, bills are paid, profits (or losses) are divided, the Joint Venture is then terminated.

Letter of Intent to Provide a Guaranty

The Letter of Intent to Provide a Guaranty is a letter submitted by the Guarantor acknowledging that the Qualified Bidder has asked the Guarantor to provide a financial guaranty. If required, the Letter of Intent to Provide a Guaranty is provided with the Qualified Bidder's Part 2 Application.

Letter of Reference

The Letter of Reference is a letter submitted by a Qualified Bidder's financial institution providing details of a Qualified Bidder's credit facilities at that financial institution. If required, the Letter of Reference is provided with the Qualified Bidder's Part 2 Application.

Load Cap

A Load Cap for a Group in the Illinois Auction is a maximum number of tranches that any one bidder can bid and win for that Group.

Load Category

A Load Category is a classification of customers for each of ComEd and the Ameren Illinois Utilities for the purposes of the Illinois Auction. Bidders in the Illinois Auction bid to provide full requirements service for at least one Load Category and for at least one supply period.

Market Buyer

A Market Buyer has the meaning ascribed to such term in the PJM Agreements.

Market Participant

A Market Participant has the meaning ascribed to such term in the MISO Tariff.

Market Seller

A Market Seller has the meaning ascribed to such term in the PJM Agreements.

MISO or Midwest ISO

The Midwest Independent Transmission System Operator, Inc. or its successor(s).

MISO Operating Manual

The MISO Operating Manual provides operating instructions, policies and procedures needed to maintain the integrity of the MISO system. The MISO Operating Manual is available at <http://www.midwestiso.org>.

MISO Tariff

MISO Tariff means the Open Access Transmission Tariff and Energy Markets Tariff for the MISO, on file with FERC, which sets forth the rates, terms and conditions of transmission service over the MISO Transmission System.

Maximum Starting Price

The Maximum Starting Price for the Illinois Auction is the maximum price that can be set in round 1 of the Auction for each product. The Auction Manager announces a Maximum Starting Price and a Minimum Starting Price for the Illinois Auction in advance of the Part 1 Application Date. Qualified bidders for the Illinois Auction will, in their Part 2 Applications, submit an Indicative Offer at the Maximum Starting Price.

Minimum Starting Price

The Minimum Starting Price for the Illinois Auction is the minimum price that can be set in round 1 of the Auction for each product. The Auction Manager announces the Maximum Starting Price and a Minimum Starting Price for the Illinois Auction in advance of the Part 1 Application Date. Qualified bidders for the Illinois Auction will, in their Part 2 Applications, submit an Indicative Offer at the Minimum Starting Price.

NITS or Network Integration Transmission Service

Network Integration Transmission Service or “NITS” has the meaning ascribed to such term in the PJM OATT. In the event the PJM OATT is modified such that “Network Integration Transmission Service” is no longer offered, Network Integration Transmission Service shall mean the type of transmission service offered under the PJM OATT that is accorded the highest level of priority for scheduling and curtailment purposes.

Notification of Qualification

The Notification of Qualification is a letter from the Auction Manager to an Applicant that has successfully submitted to the Part 1 Application Process for the Illinois Auction. The Notification of Qualification advises the Applicant that it has become a Qualified Bidder for the Illinois Auction, provides the list of Qualified Bidders, and instructions that detail the Pre-Auction Security that the Qualified Bidder is required to post if the Qualified Bidder submits a Part 2 Application to become a Registered Bidder.

Notification of Registration

The Notification of Registration is a letter from the Auction Manager to a Qualified Bidder for the Illinois Auction that has successfully submitted to the Part 2 Application Process. The Notification of Registration advises the Qualified Bidder that it has become a Registered Bidder, provides the list of Registered Bidders, provides the initial eligibility, and provides additional information for the final bidder information session and the trial auction.

Part 1 Application

Part 1 Application is the first of the two parts of the single application process for the Illinois Auction. In the Part 1 Application, Applicants are required to provide identifying information and to pay a Bid Participation Fee. Applicants are also required to accept the terms of the Illinois Auction Rules and the applicable Supplier Forward Contracts, to provide financial information for an assessment of their creditworthiness, and to submit to additional requirements to ensure that they have no impediments to meet the requirements or authorizations required by the Supplier Forward Contracts.

Part 1 Application Date

The Part 1 Application Date is the date at which Part 1 Applications are due. The Part 1 Application Date for the second Illinois Auction is November 13, 2007.

Part 1 Application Window

The Part 1 Application Window is the time period during which Part 1 Applications will be processed. Part 1 Applications received before the first day of the Part 1 Application Window will be acknowledged but not processed. All applications will be processed on the date of receipt or the beginning of the Part 1 Application Window, whichever comes later. The Part 1 Application Window for the 2008 Illinois Auction is November 5 to November 13, 2007.

Part 2 Application

The Part 2 Application is the second of the two parts of the single application process for the Illinois Auction. Qualified Bidders applying to become Registered Bidders for the Illinois Auction are required to make a number of certifications regarding Associations and the handling of Confidential Information to ensure that they are bidding independently of other entities in the Illinois Auction and to ensure the confidentiality of information regarding the auction process. Qualified Bidders are also required to submit an Indicative Offer and to submit Pre-Auction Security to support this Indicative Offer.

Part 2 Application Date

The Part 2 Application Date is the date at which Part 2 Applications are due. The Part 2 Application Date for the second Illinois Auction is December 11, 2007.

Part 2 Application Window

The Part 2 Application Window is the time period during which Part 2 Applications will be processed. Part 2 Applications received before the first day of the Part 2 Application Window will be acknowledged but not processed. All applications will be processed on the date of receipt or the beginning of the Part 2 Application Window, whichever comes later. The Part 2 Application Window for the 2008 Illinois Auction is December 3, 2007 to December 11, 2007.

PJM

The PJM Interconnection L.L.C. or its successor.

PJM OA

The PJM OA is the PJM Operating Agreement. The PJM OA is available at <http://www.pjm.com>.

PJM OATT

The PJM OATT means the prevailing PJM Open Access Transmission Tariff on file with the FERC, which sets forth the rates, terms and conditions of transmission service over transmission facilities located in the PJM Control Area.

PJM Operating Manual

The PJM Operating Manual provides operating instructions, policies and procedures needed to maintain the integrity of the PJM system. The PJM Operating Manual is available at <http://www.pjm.com>.

PJM West RAA

The PJM West RAA means the PJM West Reliability Assurance Agreement. The PJM West RAA is available at <http://www.pjm.com>.

Pre-Auction Letter of Credit

The Pre-Auction Letter of Credit is a letter of credit that each Qualified Bidder for the Illinois Auction applying to become a Registered Bidder must provide with the Part 2 Application. The Pre-Auction Letter of Credit must be in the amount of \$250,000 per tranche of the Qualified Bidder's Indicative Offer at the Maximum Starting Price.

Pre-Auction Security

The Pre-Auction Security represents additional creditworthiness requirements that a Qualified Bidder for the Illinois Auction must meet when it submits to the Part 2 Application process. The Pre-Auction Security includes, for each Qualified Bidder, a Pre-Auction Letter of Credit in the amount of \$250,000 per tranche of the Indicative Offer at the Maximum Starting Price. The Pre-Auction Security for a Qualified Bidder may also include a Letter of Intent to

Provide a Guaranty and/or a Letter of Reference. The Notification of Qualification will provide instructions to each Qualified Bidder regarding the Pre-Auction Security that is required with the Part 2 Application.

Principal

A Principal is an entity for which the Applicant, applying to participate in the Illinois Auction under an agency agreement, is acting as an agent for as specified in such agreement.

Product

A product in the Illinois Auction is a given Load Category for a given supply period. The Illinois Auction has six (6) products: CPP-A 1-year, CPP-B 1-year, CPP-B 3-year, BGS-LFP 1-year, BGS-FP 1-year, and BGS-FP 3-year.

Qualified Bidder

A Qualified Bidder for the Illinois Auction is an entity that successfully submits to the Part 1 Application process.

Registered Agent in Illinois (Applicant)

The Applicant's Registered Agent in Illinois must be a resident individual of Illinois whose business office is the same as the registered office or a corporation with authority to transact business in Illinois that is authorized by its articles of incorporation to act as such agent and whose business office is the same as the registered office; and authorized and agree to accept service of process on the Applicant's behalf.

Registered Agent in Illinois (Guarantor)

The Guarantor's Registered Agent in Illinois must be a resident individual of Illinois whose business office is the same as the registered office or a corporation with authority to transact business in Illinois that is authorized by its articles of incorporation to act as such agent

and whose business office is the same as the registered office; and authorized and agree to accept service of process on the Guarantor's behalf.

Registered Bidder

A Registered Bidder for the Illinois Auction is a Qualified Bidder who has successfully submitted to the Part 2 Application process.

Supplier Forward Contract

Supplier Forward Contract means the BGS-FP Supplier Forward Contract, or the BGS-LFP Supplier Forward Contract, or the CPP-B Supplier Forward Contract, or the CPP-A Supplier Forward Contract.

Tranche

A tranche for a given Load Category represents a given specific percentage of that Load Category.

Web site

www.illinois-auction.com.

Appendix E – Requirements for Applicants Applying Under Agency Agreements

To ensure that all Applicants to the Illinois Auction are treated on a fair and equal basis, an entity applying to the Illinois Auction under an agency agreement is required to submit additional documents. This guide specifies the additional documents that must be submitted and specifies the materials that must be provided for a creditworthiness evaluation.

An entity applying to the Illinois Auction under an agency agreement may be in one of two situations:

- (1) The Applicant, as agent for a Principal, intends to bid in the auction and, should the Applicant be a winning bidder in the auction, the Principal would execute the applicable Supplier Forward Contracts (“SFCs”);
- (2) the Applicant, as agent for a Principal, intends to bid in the auction and execute the applicable SFC(s) should it be a winning bidder in the auction.

The Principal may, under the agency agreement, be a single entity or may be multiple entities. The requirements for these two situations are slightly different and are provided below.

Case 1: Applicant Bids, Principal Executes SFC(s)

Additional Documents

If the Applicant, as agent for a Principal, intends to bid in the auction and, should the Applicant be a winning bidder in the auction, the Principal would execute the SFC(s), the Applicant is required to provide the following documents with its Part 1 Application:

1. The name of any and all entities acting as Principal;
2. The current and governing agency agreement between the Applicant (agent) and the Principal, which:
 - gives the Applicant the ability to enter into energy transactions of the sort envisaged by the SFC;
 - would bind the Principal to execute the SFC should the Applicant win at the auction.
3. An officers’ certificate from the Principal stating that:
 - the Principal is familiar with the agency agreement submitted by the Applicant;
 - the Principal is familiar with the Part 1 and Part 2 Applications to participate in the Illinois Auction;
 - the agency agreement is in full force and effect and shall remain in full force and effect for a period extending at least to the eighth (8th) business day following the completion of the Illinois Auction;
 - there are no proceedings pending for the amendment or termination of the agency agreement;
 - the Applicant is authorized to execute and deliver the Part 1 and Part 2 Applications on behalf of the Principal;

- each individual who has executed the officers' certificate, the agency agreement, and the Applications is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal.

An Applicant that cannot provide these documents or that provides documents that do not meet these conditions may fail to qualify for the Illinois Auction.

Creditworthiness

In sub-part A.6, the Applicant should provide the financial information for the Principal or the Principal's guarantor. It is not necessary to provide the Applicant's financial information since the Principal holds the legal obligations for the SFC. This financial information will include contact information for a credit representative, recent financial statements (annual and quarterly), recent financial disclosures, and debt ratings. Please see the items in sub-part A.6 for full details. If several entities act as the Principal, and the Principal does not rely on the financial strength of a guarantor, the financial information required in sub-part A.6 must be provided for each entity.

A team of representatives from ComEd, the Ameren Illinois Utilities, the Auction Manager, and the ICC Staff makes a creditworthiness assessment of each Applicant. This assessment is the same for all Applicants including entities that apply under an agency agreement. For entities that apply under an agency agreement, the team assesses the creditworthiness of the Principal or the Principal's guarantor. If several entities act as the Principal, the team will conduct a single creditworthiness assessment of the entity with the lowest credit rating. Should two or more entities acting as Principal share the lowest credit rating, the team will conduct a single creditworthiness assessment of the entity with the lowest credit rating and lowest tangible net worth.

Case 2: Applicant Bids and Executes SFC(s)

Additional Documents

If the Applicant, as agent for a Principal, intends to bid in the auction and execute the applicable SFC(s), then the Applicant is required to provide the following documents with its Part 1 Application:

1. The name of any and all entities acting as Principal;
2. The current and governing agency agreement between the Applicant (agent) and the Principal, which gives the Applicant the ability to enter into energy transactions of the sort envisaged by the SFC.
3. An officers' certificate from the Applicant or the Principal stating that:
 - the agency agreement is in full force and effect and shall remain in full force and effect for a period extending at least to the eighth (8th) business day following the completion of the Illinois Auction;
 - there are no proceedings pending for the amendment or termination of the agency agreement;

- the Applicant is authorized to execute and deliver the Part 1 and Part 2 Applications on behalf of the Principal and would be authorized to execute the SFC should it win at the auction;
- each individual who has executed the officers' certificate, the agency agreement, and the Applications is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal.

An Applicant that cannot provide these documents or that provides documents that do not meet these conditions may fail to qualify for the Illinois Auction. Please note that the Applicant, should it be a winning bidder at the auction, will be required to refresh this officers' certificate upon execution of an SFC and state that the agency agreement remains in full force and effect.

Creditworthiness

In sub-part A.6, the Applicant should provide the financial information for the Principal or the Principal's guarantor. It is not necessary to provide the Applicant's financial information since the Principal holds the legal obligations for the SFC. This financial information will include contact information for a credit representative, recent financial statements (annual and quarterly), recent financial disclosures, and debt ratings. Please see the items in sub-part A.6 for full details. If several entities act as the Principal, and the Principal does not rely on the financial strength of a guarantor, the financial information required in sub-part A.6 must be provided for each entity.

A team of representatives from ComEd, the Ameren Illinois Utilities, the Auction Manager, and the ICC Staff makes a creditworthiness assessment of each Applicant. This assessment is the same for all Applicants including entities that apply under an agency agreement. For entities that apply under an agency agreement, the team assesses the creditworthiness of the Principal or the Principal's guarantor. If several entities act as the Principal, the team will conduct a single creditworthiness assessment of the entity with the lowest credit rating. Should two or more entities acting as Principal share the lowest credit rating, the team will conduct a single creditworthiness assessment of the entity with the lowest credit rating and lowest tangible net worth.

End of Part 1 Application Form
